

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
BUSINESS REGULATION AND ENFORCEMENT DIVISION

IN THE MATTER OF:)	
)	
WARFIELD & WALSH, INC.)	
)	ADMINISTRATIVE PROCEEDING
701 Prince Street)	NUMBER: <u>C-04-0371</u>
Alexandria, Virginia 22314)	
)	
<i>Respondent</i>)	

CONSENT AGREEMENT

I.

This agreement is hereby entered into between the State of Mississippi, Secretary of State's Office, Business Regulation and Enforcement Division ("Division"), by and through James O. Nelson, II, Assistant Secretary of State, and Warfield & Walsh, Inc. ("Respondent"), by and through its agent, Joanna B. Warfield.

The Division, having the power to administer and to provide for the enforcement of all provisions of the Mississippi Charitable Solicitations Act (the "Act"), and Respondent do hereby enter into this Consent Agreement in resolution of the following allegations by the Division of violations of certain provisions of the Act:

1. Respondent is a "professional fund-raiser" as defined in the Act, Miss. Code Ann. § 79-11-501(g) (Rev. 2001);
2. Between April 30, 2004 and December 27, 2004, Respondent assisted in direct mail, creative, and production services in Mississippi resulting in contributions in the amount of \$320.00;
3. Between April 30, 2004 and December 27, 2004, no effective registration statement for Respondent's client, U.S. Ski Team Foundation ("Ski Team"), was on file with the Division as required by the Act; therefore Respondent should not have solicited contributions on behalf of its client in the State of Mississippi;

4. Therefore, Respondent participated in the solicitation of contributions from Mississippi residents during the period in question in violation of the Act.

II.

Respondent, under the terms of this Consent Agreement and solely for the purpose of resolving the foregoing allegations, stipulates without a hearing to the matters set forth above in Paragraph I and hereby consents to the issuance of this Consent Agreement and further consents to and agrees to the undertakings contained herein, with no formal administrative hearing and determination of wrongdoing. Furthermore, the undersigned agent for the Respondent acknowledges that he/she has been lawfully vested with the authority to enter into this Consent Agreement on behalf of the Respondent.

III.

THEREFORE, in consideration of a final resolution of the matters set forth above in Paragraph I, the Division and Respondent hereby agree and stipulate as follows:

1. Respondent stipulates to the jurisdiction of the Division as to all matters contained herein under the authority of the Act and acknowledges that it served as a professional fund-raiser for the Ski Team even though the Ski Team was not properly registered, a violation of Miss. Code Ann. §79-11-503.
2. The Division shall impose a penalty upon the Respondent in the amount of \$1,000.00. Respondent shall remit payment to the Division, payable to the "Mississippi Secretary of State" upon execution of this Agreement. If Respondent fails to submit payment and the signed Consent Agreement **within thirty (30) days** of receipt, administrative action will be taken.
3. This Consent Agreement is in resolution of the matters contained in Paragraph I. As a result of this Consent Agreement, the matters contained in Paragraph I cannot be used as a basis for action by the Division except as set forth in Paragraph IV below.

IV.

In the event Respondent fails or neglects to comply with any of the agreements, stipulations or undertakings set forth in this Consent Agreement, the Division may, without notice to the Respondent, unilaterally rescind this Agreement and institute any legal or administrative proceedings it deems appropriate including, but not limited to, proceedings to address the matters set forth in Paragraph I above.

ERIC CLARK
Secretary of State

By:

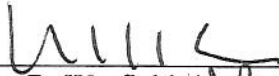

JAMES O. NELSON, II
Assistant Secretary of State

Date:

2/16/2005

WARFIELD & WALSH, INC.
Respondent

By:


~~Joanna B. Warfield~~ W. Brian Walsh
Warfield & Walsh, Inc.

Date:

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